
CANADIAN POLISH CONGRESS

GENERAL OPERATING BY-LAW NO. 10

(under the *Canada Not-for-Profit Corporations Act*)

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GENERAL OPERATING BY-LAW NO. 10

A by-law relating generally to the conduct of the affairs of

CANADIAN POLISH CONGRESS

(a federal corporation)

(the “Congress”)

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GENERAL OPERATING BY-LAW NO. 10

A By-law relating generally to the conduct of the affairs of

CANADIAN POLISH CONGRESS

(a federal corporation)
(the “Congress”)

WHEREAS the Congress was granted Letters Patent under the name “Federation of Polish Societies in Canada” by the federal Government of Canada under the *Canada Corporations Act* on the 7th day of February, 1933;

AND WHEREAS the Congress’ corporate name was changed to the “Canadian Polish Congress” by Supplementary Letters patent issued by the Federal Government of Canada on the 16th day of March, 1948;

AND WHEREAS the Congress’ objects were amended by Supplementary Letters patent issued by the Federal Government of Canada on the 2nd day of February, 1989;

AND WHEREAS the Congress has applied for articles of continuance to be continued under the *Canada Not-for-Profit Corporations Act*;

AND WHEREAS the current General Operating By-law was enacted in 1976 and subsequently amended in 1984, 1986 and 1988;

AND WHEREAS it is determined necessary to replace the current General Operating By-law with General Operating By-law No. 10 herein;

NOW THEREFORE BE IT ENACTED as a General Operating By-law of the Congress to take effect immediately upon the issuance of certificate of continuance by the federal Government under the *Canada Not-for-Profit Corporations Act* as follows:

SECTION I
INTERPRETATION

1.01 Definitions

In this By-law and all other By-laws and resolutions of the Congress, unless the context otherwise requires:

- (a) “Act” means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. 23, including any regulations made pursuant to the Act and any statute or regulations that may be substituted, as amended from time to time.

- (b) “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Congress.
- (c) “Branch or Branches” means a branch, unit, division, section and/or local group, as applicable, of a Multi-Level Organization Member as defined in this By-law, which has all of the rights and duties associated therewith.
- (d) “Board” or “Board of Directors” means the board of directors of the Congress as defined in Section 4.03(c) of this By-law.
- (e) “By-law” or “By-laws” means this by-law and all other by-laws of the Congress as amended and which are, from time to time, in force and effect.
- (f) “Canadian Polish Millennium Fund” means the Canadian Polish Millennium Fund, a federal non-share capital corporation incorporated under the laws of Canada by Letters Patent issued on the 8th day of May, 1964, and a registered charitable organization in accordance with the *Income Tax Act* (Canada).
- (g) "Committee" means a committee or committees of the Congress.
- (h) “Committee Member” means a member of a Committee.
- (i) “Congress” means the Canadian Polish Congress, a federal non-share capital corporation, and any successor to such corporation, through which its Directors, Members, employees, volunteers and agents may associate and collectively work together in the fulfillment of the Purposes.
- (j) “Convention” means the annual general convention of the Congress during which the annual Meeting of Members takes place.
- (k) “CPC Council” means the council of the Congress as defined in Section 8.01 of this By-law.
- (l) “Delegates” means the delegates who represent and vote, with a single vote each, on behalf of Members at a Meeting of Members in accordance with this By-law, and have the rights and duties associated therewith.
- (m) “Director” means a member of the Board of Directors, including an Elected Director, an Officer-Director and a Regional Representative-Director.
- (n) “District” means a grouping of Members based on a geographical location in Canada, which has all of the rights and duties associated therewith.
- (o) “District Executive Board” means the executive board of each District as defined in Section 10.08(d) of this By-law.

- (p) “Elected Director” means an elected director of the Congress as defined in Section 4.03 of this By-law.
- (q) “First Vice-President” means the first vice-president of the Congress as defined in Section 6.02(b) of this By-law.
- (r) “General Secretary” means the general secretary of the Congress as defined in Section 6.02(d) of this By-law.
- (s) “Good Standing” means material compliance with the duties and requirements of a particular position in the Congress in accordance with this By-law and the other Governing Documents, as determined by the Board of Directors, with a failure to be in good standing to result in the loss of rights associated with the said position.
- (t) “Governing Documents” means the Articles (including the Purposes), this By-law, all other By-laws and all Policies of the Congress, as adopted or amended from time to time.
- (u) “Meeting of Members” means any annual or special meetings of the Members as set out in this By-law.
- (v) “Member or Members” means a member of the Congress, including a Single Level Organization Member, a Multi-Level Organization Member and the Canadian Polish Millennium Fund.
- (w) "Members" or "Membership" means the collective membership of the Congress made up of Single Level Organization Members, Multi-Level Organization Members and the Canadian Polish Millennium Fund.
- (x) “Membership Date” means June 15th of each year in relation to an annual Meeting of Members and, in relation to a special Meeting of Members, the date which is thirty (30) days immediately prior to the date of a special Meeting of Members.
- (y) “Multi-Level Organization” means a multi-level organization of the Congress as defined in Section 2.03 of this By-law.
- (z) “Officer-Director” means an officer-director of the Congress as defined in Section 4.03(d) of this By-law.
- (aa) “Officer” means an officer of the Congress as defined in Section 6.01 of this By-law.
- (bb) “Official Membership” means the total number of members of a Member, including the number of members belonging to each Branch of a Multi-Level Organisation Member, as applicable, subject to the provisions set out in Section 2.08(b)(iv) of this By-law in relation to Youth Organizations, or, in relation to the Canadian Polish Millennium Fund, its directors as of the Membership Date to be utilized for the purposes of determining the number of additional Delegates that

each Member is able to appoint in accordance with this By-law for Meetings of Members.

- (cc) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution.
- (dd) “Policies” means any policies of the Congress established in accordance with this By-law.
- (ee) “President” means the president of the Congress as defined in Section 6.02(a) of this By-law.
- (ff) “Public Accountant” means the public accountant appointed by the Membership to audit the financial statements of the Congress in accordance with the Act and this By-law.
- (gg) “Purposes” means the purposes of the Congress set out in the Articles, to which all Directors, Officers and Members are required to adhere.
- (hh) “Region” means a region of the Congress as defined in Section 9.01 of this By-law.
- (ii) “Regional Representative” means a regional representative, who shall represent the interests of his particular Region in accordance with this By-law.
- (jj) “Regional Representative-Director” means a regional representative-director of the Congress as defined in Section 4.03(e) of this By-law.
- (kk) “Regulations” means the regulations made under the *Canada Not for Profit Corporations Act*, as amended, restated or in effect from time to time.
- (ll) “Section” means a section of this By-law.
- (mm) “Second Vice-President” means the second vice-president of the Congress as defined in Section 6.02(c) of this By-law.
- (nn) “Single Level Organization” means a single level organization of the Congress as defined in Section 2.02 of this By-law.
- (oo) “Special Resolution” means a resolution passed by a majority of not less than two thirds (2/3rds) of the votes cast on that resolution.
- (pp) “Treasurer” means the treasurer of the Congress as defined in Section 6.02(e) of this By-law.
- (qq) “Youth” means young people up to the age of thirty (30) years.

- (rr) “Youth Organization” means a Single-Level Organization or a Multi-Level Organization that carries on programs and activities primarily for participants under the age of nineteen (19) and/or is operated primarily by Youth.

1.02 Interpretation

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only shall include the plural and *vice versa*;
- (c) the word “person” shall include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his capacity as trustee, executor, administrator, or other legal representative;
- (d) words importing the masculine gender include the feminine and neuter genders;
- (e) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (f) the By-laws of the Congress shall be interpreted in accordance with and subject to the Purposes of the Congress, which Purposes for purposes of this By-law are incorporated by reference and made a part hereof; and
- (g) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

SECTION II **MEMBERS**

2.01 Classes and Sub-Categories of Membership

Pursuant to the Articles, there shall be one (1) class of Members in the Congress consisting of the following sub-categories:

- (a) Single Level Organization Members;
- (b) Multi-Level Organization Members; and
- (c) the Canadian Polish Millennium Fund.

Membership in the Congress shall consist only of those Single Level Organizations, and Multi-Level Organizations, recorded as Members of the Congress as of the date of passing this By-law, and the Canadian Polish Millennium Fund. Thereafter, Membership in the Congress shall consist of Single Level Organizations and Multi-Level Organizations which meet the qualification requirements set out below.

2.02 Definition of Single Level Organization

A Single Level Organization is an autonomous organization, being either an incorporated entity or an unincorporated association of individuals, which: (i) is comprised of individual members carrying on ongoing program and activities in a particular geographic region; (ii) does not have its own Branch or Branches; (iii) is not a Branch of a Multi-Level Organization Member; (iv) meets the general conditions for Membership set out in Section 2.04; and (v) has been accepted into Membership by the Board in accordance with this By-law.

2.03 Definition of Multi-Level Organization

A Multi-Level Organization is an autonomous organization, being either an incorporated entity or an unincorporated association of individuals, which: (i) is comprised of two or more Branches throughout Canada or a particular province or region therein, with each Branch carrying on ongoing programs and activities in a particular geographic region through its own members; (ii) meets the general conditions for Membership set out in Section 2.04; and (iii) has been accepted into Membership by the Board in accordance with this By-law.

2.04 Conditions for Membership

A prospective Single Level Organization or Multi-Level Organization may qualify as a Member of the Congress and shall be entitled to continue as a Member if, such Organization meets and maintains all of the following conditions:

- (a) has provided the Congress with the following information or documentation:
 - (i) its full legal name and head office address, as well as full contact information for its president/chair and secretary;
 - (ii) as applicable, a letter from a District of the Congress setting out its support of the prospective Member's application for Membership in the Congress;
 - (iii) a copy, certified by the secretary of the prospective Member, of an official motion passed at a duly called membership meeting directing the board of the prospective Member to apply for Membership in the Congress;
 - (iv) a copy of the current by-law or constitution, setting out its purposes and governance structure, which has been duly approved by the members of the prospective Member; and

- (v) a list of the current directors and officers of the prospective Member;
- (b) has submitted an application for Membership in the Congress which sets out that:
 - (i) it has at least fifteen (15) individual members who are resident in Canada;
 - (ii) it has been established and operates for the purposes of bringing together people of Polish origin and/or descent who are resident in Canada around a common interest or purpose that is consistent with the Purposes of the Congress;
 - (iii) that it does not propagate communist ideology or totalitarianism;
 - (iv) it supports and will further the Purposes of the Congress;
 - (v) it is and will continue to be in substantive agreement, as well as respects and submits to, and will continue in agreement with the Governing Documents of the Congress;
 - (vi) its constating documents are not contradictory to the Governing Documents of the Congress;
 - (vii) it has been currently engaged in carrying out programs and/or activities to fulfill its purposes within Canada or, alternatively, has carried out such programs and activities within the twelve (12) month period immediately preceding its application for Membership;
 - (viii) its head office is located in Canada; and
 - (ix) it has satisfied any other applicable conditions as prescribed by the Board from time to time and/or or as set out in the Policies of the Congress.
- (c) is, at all times, a Single Level Organization or Multi-Level Organization as defined in this By-law.

2.05 Admission to Membership

- (a) An application for Membership shall be submitted to the Board of Directors, which shall consider such application within sixty (60) days of receipt of the application at the registered office of the Congress. Applications for Membership in the Congress shall be made in such form and, save and except as set out in this By-law, be dealt with in such manner as the Board may establish in the applicable Policies of the Congress.
- (b) If the Board of Directors is satisfied that the Membership application of a prospective Member satisfies the applicable definition set out in Sections 2.02 or 2.03 respectively and all of the conditions of Membership set out in Section 2.04, then, as determined by Ordinary Resolution of the Board of Directors, such

applicant Member shall thereafter immediately become a Member of the Congress with all of the applicable rights of Membership as set out below.

- (c) If the Board of Directors is not satisfied that the Membership application of a prospective Member satisfies the applicable definition set out in Sections 2.02 or 2.03, as applicable, and all of the conditions of Membership set out in Section 2.04, it shall by Ordinary Resolution of the Board reject that Membership application, and shall provide reasons for the rejection.
- (d) Within thirty (30) days of the Board's decision, each Member or prospective Member, as the case may be, shall be informed in writing by the General Secretary of the Congress of their admission into Membership, as well the applicable Membership fees in accordance with the applicable Policies of the Congress, or of the rejection of their application for Membership and the reasons for the rejection.
- (e) A decision of the Board to reject an application for Membership may be appealed to the CPC Council in accordance with the Policies of the Congress.

2.06 Member in Good Standing

A Member that, in the sole discretion of the Board of Directors acting reasonably, meets all of the following requirements shall be a Member in Good Standing:

- (a) continues to meet all of the conditions for Membership set out in Section 2.044, as applicable or, in relation to the Canadian Polish Millennium Fund, is an active corporation in accordance with its applicable governing legislation and a registered charity in good standing in accordance with the *Income Tax Act* (Canada);
- (b) has not changed its purposes, by-laws or constitution, as applicable, in a manner that is inconsistent with the Governing Documents of the Congress, as determined by the Board of Directors;
- (c) does not engage in programs and activities which are to the detriment of the Congress;
- (d) pays in full and is not in arrears of Membership fees determined by the Board, approved by the Members as required herein, and set out in the applicable Policies of the Congress;
- (e) save and except for the Canadian Polish Millennium Fund, files its Official Membership with the General Secretary by the Membership Date; and
- (f) meets any additional requirements established by the Board and set out in the Policies of the Congress.

2.07 Duties and Rights of Members

- (a) Members of the Congress shall have the following duties and rights:
 - (i) the duty to further the Purposes of the Congress;
 - (ii) the duty to respect and uphold the Governing Documents of the Congress;
 - (iii) the right to receive notice of, attend, speak and participate at all Meetings of Members through its Delegates entitled to vote;
 - (iv) the right to vote at all Meetings of Members through Delegates appointed in accordance with this By-law; and
 - (v) the right to use the name, intellectual property and any copyrighted materials of the Congress to further their own purposes and the Purposes of the Congress, as well as to publicize that they are Members of the Congress, in accordance with any applicable Policies of the Congress.
- (b) The interest of a Member is non-transferable.

2.08 Delegates

(a) Voting by Delegates and Minimum Number of Delegates

A Member in Good Standing may vote at all Meetings of Members by means of votes by individual Delegates appointed on behalf of each Member in accordance with this Section and Section 2.08(b) below, as applicable. Each Member shall be entitled to appoint at least one (1) Delegate. Each Delegate shall be entitled to one (1) vote only. Where a Member has more than one (1) Branch, then the selection of the Delegates who are to exercise the votes on behalf of the Member shall be determined by the Branches, not the Member itself, with each Branch, subject to Section 2.08(b)(ii) below, to be entitled to one (1) Delegate who shall be selected by the said Branch from amongst its individual members.

(b) Additional Delegates

A Member may be entitled to appoint additional Delegates in the following situations, as applicable:

- (i) Subject to Section 2.08(b)(iv) below, as applicable, where a Single Level Organization Member has a membership of more than twenty-five (25) members, it shall be entitled to one (1) additional Delegate for each twenty-five (25) additional members.
- (ii) Subject to Section 2.08(b)(iv) below, as applicable, where a Multi-Level Organization has more than one (1) Branch, it shall be entitled to one (1) additional Delegate for each additional Branch which has a membership of

at least a minimum of fifteen (15) members and a further additional Delegate for each twenty-five (25) additional members in such Branch.

- (iii) Where the number of directors of the Canadian Polish Millennium Fund is more than twenty-five (25) directors, it shall be entitled to one (1) additional Delegate for each twenty-five (25) additional directors.
- (iv) For the purpose of calculating the additional Delegates that each Youth Organization may be entitled to in accordance with this Section, each Youth Organization shall include only those of its members who are eighteen (18) years of age or older.

For the purposes of this Section but subject to Section 2.08(b)(iv) above, the number of additional Delegates that a Member may be entitled to at any Meeting of Members shall be determined based upon its Official Membership as of the Membership Date or, in relation to the Canadian Polish Millennium Fund, the number of directors that it has in place as of the Membership Date.

(c) Term of Office of Delegates

The term of office for any Delegate shall commence as of the date of his appointment as a Delegate by his Member, or his Branch, as applicable, in accordance with this Bylaw until the day which is immediately prior to the start date of the annual Meeting of Members in the year immediately following the year in which such Delegate was appointed or until his successor is appointed.

(d) Attendance at Meetings of Members

- (i) Only Delegates attending Meetings of Members in person or by telephonic and/or other electronic means may vote. A Delegate who cannot attend a Meeting of Members may not appoint an alternative designate or proxy to act on its behalf. However, the appointing Member, or Branches as applicable, may revoke the appointment and appoint another qualified individual to be its Delegate or may appoint a proxyholder to act on its behalf in accordance with Section 3.15.
- (ii) The appointing Member, or a Branch or Branches thereof as applicable, may instruct the Delegate in writing in relation to the manner and the extent in which the Delegate may vote or act on behalf of the Member at Meetings of Members. Lacking such specific instructions, the Delegate may act and vote in his discretion with respect to any and all matters which may properly come before the Meeting of Members or any adjournments thereof.

(e) Certification of Delegates

- (i) The secretary of each Member, or a Branch or Branches thereof as applicable, shall certify in writing to the Congress that the Delegates of the Member were duly appointed by the Member, or its Branch(es) as

applicable, in accordance with this By-law. Such certification shall be completed by each Member or Branch, as applicable, by no later than forty-five (45) days prior to any annual Meeting of Members or no later than ten (10) days prior to any special Meeting of Members.

- (ii) Once the Congress is notified of the certification of a Delegate by a Member, or a Branch or Branches thereof as applicable, such certification on record with the Congress shall be valid until the appointment is changed or revoked in writing by the Member or a Branch or Branches thereof, as applicable. In the event that a Member, or a Branch or Branches thereof as applicable, wishes to change the appointment of its Delegate and, as a result, their certification, then this may be done at any time.
- (iii) In the event that no written certification is filed with the Congress by the date referenced in Section 2.08(e)(i) above by a Member, or a Branch or Branches thereof as applicable, the rights of the Member at Meetings of Members, including the right to vote, shall be suspended until a written certification has been filed with the Congress or unless the Member appoints a proxyholder in accordance with Section 0.
- (iv) The Board may from time to time prescribe the form of written appointment to be completed by Members.

2.09 Membership Fees

- (a) The Board may require Members to pay annual membership fees and may, through Policies established by the Board, determine the amount, the time frame and the manner in which such fees are to be paid by the Members, provided that the amount of any Membership fees in place from time to time shall be approved by the Members.
- (b) Where a Member is a Youth Organization, the Board may, by Ordinary Resolution, recognize it as such and grant the Member a reduced membership fee.
- (c) Members shall be notified in writing by the Congress of the membership fees payable by them for the applicable year, together with any outstanding arrears and/or penalties, and, if any are not paid within such period as set out in the applicable Policies, the Members in default shall thereupon be subject to discipline and/or termination as Members of the Congress in accordance with Section 2.10.

2.10 Suspension and Termination of Membership

- (a) The suspension of any Member from the Congress for non-payment of Membership fees, with the resulting suspension of voting rights at Meetings of Members, shall occur and can be reinstated upon such grounds and in such manner as set out in applicable Policies of the Congress. Where a Member has been suspended for non-payment of Membership fees, the said Member shall have

the right to appeal, within thirty (30) days of receiving notification of the suspension, any decision to suspend its Membership to the CPC Council in accordance with Section 11.05(b) and any applicable Policies of the Congress.

- (b) A Member's Membership will automatically terminate upon the happening of any of the following:
 - (i) the Member resigns;
 - (ii) the Member fails to maintain all of the conditions for Membership set out in Section 2.04, or is not in Good Standing in accordance with Section 2.06, as determined in the sole discretion of the Board;
 - (iii) the Member fails to pay Membership fees in accordance with the applicable Policies of the Congress;
 - (iv) the Member is removed from Membership by the Board in accordance with this By-law and any applicable Policies of the Congress;
 - (v) the Member is liquidated or dissolved under the Act; or
 - (vi) the Congress is liquidated or dissolved under the Act;

but such removal from Membership shall not relieve the Member from the obligation to pay any Membership or other fees then due or accruing due.

- (c) Subject to the Articles, upon any termination of Membership, all rights of the Member automatically shall cease to exist upon being notified in writing by the Congress notwithstanding any right of appeal in accordance with Section 2.10(d) below.
- (d) Where a Member has been terminated for reasons other than non-payment of Membership or other fees, the said Member shall have the right to request within thirty (30) days of receiving notification of the termination that the decision to terminate its Membership be reviewed at the next Meeting of Members in accordance with the applicable Policies of the Congress.
- (e) The process by which a terminated Member may apply for reinstatement of its Membership in the Congress shall be set out in the applicable Policies of the Congress.

SECTION III **MEETINGS OF MEMBERS**

3.01 Annual Meetings

- (a) The annual Meeting of Members shall be held at the Convention that is to take place each year between August 1st to November 30th as determined by the

Board of Directors, provided that the annual meeting must be held not later than fifteen (15) months after holding the preceding annual meeting but no later than six (6) months after the end of the Congress' preceding fiscal year.

- (b) The annual Meeting of Members shall be held for the purpose of considering the financial statements and reports of the Congress required by the Act to be presented at the meeting, electing Directors, appointing the Public Accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.
- (c) All reports of the Board and Officers of the Congress for presentation at any Meeting of Members shall be made available to Members at least fourteen (14) days prior to the said Meeting of Members. The financial statements of the Congress for presentation at the annual Meeting of Members shall be made available to the Members in accordance with Section 13.04.

3.02 Special Meetings

The Board may at any time call a special Meeting of Members for the transaction of any business which may properly be brought before the Members. The Board shall call a special meeting on written requisition of not less than five percent (5%) of the votes that may be cast at a Meeting of Members sought to be held for any purpose connected with the affairs of the Congress that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty (21) days from the date of the deposit of the requisition. The requisition may consist of several documents of similar form each signed by one or more Members, shall state the business to be transacted at the Meeting of Members and shall be sent to each Director and to the registered office of the Congress.

However, a Meeting of Members would not need to be held if the requisition falls within the following list of exceptions set out in section 167(3) of the Act:

- (a) a record date has been fixed in accordance with the Act;
- (b) a Meeting of Members has been called and notice of the meeting has been given; or
- (c) the business of the meeting as stated in the requisition includes matters that meet any of the following exceptions:
 - (i) it clearly appears that the primary purpose of the matter is to enforce a personal claim or redress a personal grievance against the Congress or its Directors, Officers, Members or debt obligation holders;
 - (ii) it clearly appears that the matter does not relate in a significant way to the activities or affairs of the Congress;

- (iii) not more than two (2) years before the receipt of the requisition, the Member failed to present at a Meeting of Members the matter that, at the Member's request, had been included in a notice of meeting;
- (iv) substantially the same matter was submitted to Members in a notice of a Meeting of Members held not more than five (5) years before the receipt of the requisition and did not receive the following minimum amount of support at the meeting:
 - (1) three percent (3%) of the total number of Members voted, if the matter was introduced at one (1) annual Meeting of Members;
 - (2) six percent (6%) of the total number of Members voted on its last submission to Members, if the matter was introduced at two (2) annual Meetings of Members; and
 - (3) ten percent (10%) of the total number of Members voted on its last submission to Members, if the matter was introduced at three (3) or more annual Meetings of Members; or
- (v) the rights to requisition a Meeting of Members are being abused to secure publicity.

3.03 Place of Meetings

Meetings of Members may be held at any place within Canada as the Board may determine or outside Canada if all of the Members entitled to vote at such meeting so agree. A Member who attends a Meeting of Members held outside Canada is deemed to have agreed to it being held outside Canada except when the Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully held.

3.04 Special Business

All business transacted at a special Meeting of Members and all business transacted at an annual Meeting of Members, except consideration of the financial statements, the Public Accountant's report, election of Directors and re-appointment of the incumbent Public Accountant, is special business.

3.05 Notice of Meetings

- (a) Notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:
 - (i) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or

- (ii) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.
- (b) Where the Congress provides notice electronically referred to in Section 3.05(a)(ii) and if a Member requests that notice be given by non-electronic means, the Congress shall give notice of the meeting to the Member so requested by in the manner set out in Section 3.05(a)(i).
- (c) Notice of a Meeting of Members shall also be given to each Director, each member of the CPC Council, and to the Public Accountant of the Congress during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held.
- (d) Notice of a Meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and state the text of any Special Resolution to be submitted to the meeting.
- (e) Notice of a Meeting of Members shall remind Members that they have the right to vote by proxy in accordance with Section 0.
- (f) If applicable from time to time in accordance with Section 3.12, notice of a Meeting of Members shall advise Members that they may participate in a meeting by telephone or other electronic means and provide the instructions in relation to such participation.

3.06 Proposals at Annual Meetings

Subject to compliance with the Act, a Member entitled to vote, through one or more Delegates, at an annual Meeting of Members may submit to the Congress notice of any matter that the Member proposes to raise at that annual meeting and discuss at the meeting any matter with respect to which the member would have been entitled to submit a proposal. A proposal that includes nominations for the election of Directors must be signed by at least five percent (5%) of the Members entitled to vote at that meeting. Subject to the Act, the Congress shall include the proposal in the notice of meeting and, if so requested by the Member, shall also include a statement by the Member in support of the proposal and the name and address of the Member, provided that the statement and the proposal shall together not exceed five hundred (500) words. The Member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by Ordinary Resolution of the Member present at the meeting.

Notwithstanding the forgoing, a proposal does not need to be brought forward if it falls within the following list of exceptions set out in section 163(6) of the CNCA and the Board shall, within twenty-one (21) days after the day on which it receives the proposal,

notify in writing the Member submitting the proposal of its intention to omit it from the notice of meeting and of the reasons for the refusal:

- (a) the proposal is not submitted to the Congress within ninety (90) to one hundred and fifty (150) days before the anniversary of the previous annual Meeting of Members;
- (b) it clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the Congress or its Directors, Officers, Members or debt obligation holders;
- (c) it clearly appears that the proposal does not relate in a significant way to the activities or affairs of the Congress;
- (d) not more than two (2) years before the receipt of the proposal, the Member failed to present at a Meeting of Members the matter that at the Member's request had been included in a notice of meeting;
- (e) substantially the same proposal was submitted to Members in a notice of a Meeting of Members held not more than five (5) years before the receipt of the proposal and did not receive the following minimum amount of support at the meeting:
 - (i) three percent (3%) of the total number of Members voted, if the proposal was introduced at one (1) annual Meeting of Members;
 - (ii) six percent (6%) of the total number of Members voted at its last submission to Members, if the proposal was introduced at two (2) annual Meetings of Members; and
 - (iii) ten percent (10%) of the total number of members voted at its last submission to Members, if the proposal was introduced at three (3) or more annual Meetings of Members; or
- (f) the rights to submit a proposal are being abused to secure publicity.

3.07 Record Date

The Directors may fix a record date for determining Members for any purpose, provided that the record date for determining Members entitled to receive notice of a Meeting of Members and to vote at the Meeting of Members in accordance with the Act and the Regulations shall be the Membership Date.

3.08 Waiving Notice

A Member and any other person entitled to notice of a Meeting of Members may in any manner and at any time waive notice of a Meeting of Members, and attendance of any such person at a Meeting of Members is a waiver of notice of the meeting, except where

such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

3.09 Persons Entitled to be Present

The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the Directors, the Public Accountant and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Congress to be present at the meeting, which persons shall include, but are not limited to, members of the Checks and Balances Committee and all members of the CPC Council at the time of a Meeting of Members. Any other person may be admitted only on the invitation of the Board or by resolution of the Members.

3.10 Chair of the Meeting

The chair of Meetings of Members shall be elected by those present at the Meeting of Members from amongst themselves.

3.11 Quorum

- (a) A quorum for any Meeting of Members shall be constituted by the presence of Delegates, representing a minimum of a majority of the Members, who have been duly appointed by their respective Members or Branch(es), as applicable, in accordance with this Bylaw, entitled to vote at the Meeting of Members. Only those Members, present in person through Delegates, by proxy or by telephonic and/or by other electronic means, shall be counted in determining whether or not a quorum is present.
- (b) If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the Meeting of Members even if a quorum is not present throughout the Meeting of Members. If a quorum is not present at the opening of a Meeting of Members, the Members present may adjourn the Meeting of Members to a fixed time and place but may not transact any other business and the provisions of Section 3.20 with regard to notice shall apply to such adjournment.

3.12 Participation at Meetings by Electronic Means

If the Congress chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in the meeting by such means in the manner provided by the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting.

3.13 Voting by Electronic Means

Notwithstanding any other provision of this By-law, voting carried out by means of a telephonic, electronic or other communication facility referred to in Section is permitted only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

3.14 Absentee Voting by Mailed-In Ballot or Electronic Ballot

A Member entitled to vote at a meeting of Members may vote by mailed-in ballot or may vote by means of a telephonic, electronic or other communication facility if the Corporation has a system that enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted. Votes by mailed-in ballot or votes by means of a telephonic, electronic or other communication facility shall be collected, counted and reported in the manner in such manner as the chair of the meeting directs or such manner as many be adopted by the Board from time to time.

3.15 Absentee Voting by Proxy

- (a) Every Member entitled to vote at a meeting of Member may appoint a proxyholder, or one or more alternate proxyholders, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following:
 - (i) the proxyholder and alternate proxyholder need not be a Member, but may be a member of a Member of the Congress, and must meet the following qualification requirements:
 - (1) is a man or woman of Polish origin or descent who is a Canadian Citizen and is ordinarily resident in Canada;
 - (2) accepts the Purposes and Governing Documents of the Congress; and
 - (3) is a member in good standing of a charitable or not-for-profit autonomous organization, being either an incorporated entity or an unincorporated association of individuals, with purposes consistent with those of the Congress;
 - (ii) a proxy is valid only at the meeting in respect of which it is given or at a continuation of the meeting after an adjournment;
 - (iii) a Member may revoke a proxy by depositing an instrument in writing executed by the Member in accordance with the Regulations;

- (iv) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and except where a proxyholder or alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
 - (v) a proxy shall be in writing executed by the Member or such Member's attorney and shall be in such form that conforms with the requirements of the Regulations; and
 - (vi) votes by proxy shall be collected, counted and reported in the manner in such manner as the chair of the meeting directs.
- (b) If a Member appoints both a Delegate under Section 2.08 and a proxyholder pursuant to this Section 3.15, the proxy shall be deemed to be revoked and the proxyholder may not act on behalf of the Member at the meeting if its Delegate attends the meeting.
- (c) No proxyholder shall hold more than four (4) proxies at any Meeting of Members.

3.16 Votes to Govern

At any Meetings of Members, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by an Ordinary Resolution of the votes cast of the Members as represented by Delegates in person or by proxy. In case of an equality of votes, the chair of the Meeting of Members shall declare the question to have been defeated.

3.17 Show of Hands

Subject to the Act any question at a Meeting of Members shall be decided by a show of hands unless a ballot has been demanded by a Member entitled to vote at the meeting or otherwise required. Unless a ballot is demanded, a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

3.18 Ballots

On any question proposed for consideration at a Meeting of Members, and whether or not a show of hands has been taken thereon, the chair of the Meeting of Members may require a ballot or, alternatively, any Member or proxyholder entitled to vote on such question at the meeting may demand a ballot. A ballot so demanded shall be taken in such manner as the chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. The result of the ballot so taken shall be the decision of the Members on the question. If ballots are utilized at any Meeting of Members, such

ballots are to be destroyed following the announcement of the ballot results at the meeting and the recording of the vote related thereto unless otherwise directed by the Members at the said meeting.

3.19 Rules of Order

Any questions of procedures at or for any Meetings of Members, which have not been provided for in this By-law or by the Acts, shall be determined by the chairperson of the meeting in accordance with the most current edition of *Robert's Rules of Order*.

3.20 Adjournment

The chair of any Meeting of Members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided that the Meeting of Members is adjourned for less than thirty-one (31) days. If a Meeting of Members is adjourned by one or more adjournments for an aggregate of more than thirty (30) days, notice of the adjourned meeting shall be in the manner as if it is an original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

SECTION IV **DIRECTORS**

4.01 Powers

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Congress.

4.02 Number and Composition

The Board of Directors shall consist of the minimum and maximum number of Directors specified in the Articles. The precise number of Directors shall be determined from time to time by the Members by Ordinary Resolution or, if the Ordinary Resolution empowers the Directors to determine the number of the Directors, by resolution of the Board.

4.03 Qualifications and Composition

- (a) At the time of his election and throughout his term of office, each Director shall:
 - (i) be an individual who is at least eighteen (18) years of age;
 - (ii) have the power under law to contract;
 - (iii) have not been found by a court in Canada or elsewhere to be mentally incompetent;
 - (iv) not have the status of a bankrupt;

- (v) be a Canadian citizen;
 - (vi) be in agreement with the Governing Documents of the Congress;
 - (vii) be a member in good standing of a Member of the Congress or, alternatively, a corporate member of the Canadian Polish Millennium Fund;
 - (viii) not be a member of any legislature or house of government of any country at the federal, provincial or municipal levels, a nominated candidate for election to any such legislature or house of government therein, or a member of the diplomatic corps of any such country; and
 - (ix) not be a registered lobbyist under the laws of Canada or any of its provinces, or any other country.
- (b) Directors must not be employees of the Congress. At least two (2) of the Directors must not be Officers of the Congress or be officers or employees of the Congress' affiliates.
 - (c) The Board shall consist of five (5) to ten (10) Elected Directors, five (5) Officer-Directors and three (3) Regional Representative-Directors.
 - (d) The five (5) Officer-Directors shall be required to also hold the following Officer positions: President, First Vice-President, Second Vice-President, General Secretary and Treasurer. The Officer-Director who shall also hold the President position, as a qualification requirement, must have been a member of a Member for five (5) years. The Officer-Directors shall, in addition to their duties as Directors, have such Officer duties as set out in Section 6.02.
 - (e) The three (3) Regional Representative-Directors shall be required to consist of one (1) Regional Representative from each of the three (3) Regions which are not the Region where the President resides, provided that the said Regional Representative-Directors are each resident in the geographic area of the respective Regions that they represent. A Regional Representative-Director shall, in addition to his duties as a Director, also serve as the Regional Representative of his respective Region.

4.04 Election, Term and Maximum Term, and Nomination

- (a) Subject to the Articles, Elected Directors, Officer-Directors and Regional Representative-Directors shall be elected by the Members, through Delegates, at each annual Meeting of Members at which election of Directors is required. Subject to the need to fill vacancies in the Board in certain years, the election of all Directors shall take place in even-numbered years.
- (b) The term of office of Elected Directors, Officer-Directors and Regional Representative-Directors shall be two (2) years calculated from the date of the annual Meeting of Members at which they are elected until the close of the second

(2nd) annual Meeting of Members next following or until their successors are elected. There shall be no maximum number of terms for Elected Directors, Officer-Directors and Regional Representative-Directors, save and except for the Officer-Director who holds the position of President who shall have a maximum of three (3) terms of two (2) years.

- (c) For greater certainty, following their election as Officer-Directors, each of the five (5) Officer-Directors shall be deemed to be automatically appointed to the Officer position which corresponds to their particular Director position.

4.05 Consent

An individual who is elected or appointed to hold office as a Director is not a Director, and is deemed not to have been elected or appointed to hold office as a Director, unless:

- (a) the individual was present at the meeting when the election or appointment took place and did not refuse to hold office,
- (b) the individual was not present at the meeting when the election or appointment took place and consented to hold office in writing before the election or appointment or within ten (10) days after the meeting, or
- (c) the individual was not present at the meeting when the election or appointment took place and has acted as a Director pursuant to such person's election or appointment.

4.06 Nomination of Directors

- (a) Subject only to the Act and the Articles, only persons who are nominated by the Nominating Committee in accordance with Section 8.02 and such nomination Policies of the Congress as may be in place from time to time shall be eligible for election as Directors of the Congress. Nominations of persons for election to the Board may be made at any annual Meeting of Members, or at any special Meeting of Members if one of the purposes for which the special meeting was called is the election of Directors, by Members, through Delegates who are present in person at such Meetings of Members.
- (b) In order to ensure the timely completion of the Nominating Committee's work in accordance with Sections 8.01(d) and 8.02(e), the Board of Directors shall provide the Nominating Committee with notice of the date of the annual Meeting of Members at least four (4) months and two (2) weeks prior to the said meeting date.

4.07 Ceasing to Hold Office

- (a) A Director ceases to hold office when the Director:
 - (i) dies;

- (ii) resigns;
 - (iii) is removed from office by the Members in accordance with Section 4.09;
 - (iv) no longer fulfils all of the qualifications to be a Director set out in Section 4.03(a) as determined in the sole discretion of the Board; or
 - (v) is absent from meetings of the Board for either three (3) consecutive meetings or a cumulative total of fifty-one percent (51%) or more of the meetings during any twelve (12) month period following his election or the anniversary of his election without providing a reasonable written explanation for such absence based upon health considerations or other extenuating circumstances that are acceptable to the Board.
- (b) Where a person is removed as a Director for the reasons set out in Section 4.07(a)(iv) or (v) above, he shall be permitted to appeal the decision of the Board to terminate him as a Director to the CPC Council. Such an appeal request must be set out in writing by the person and filed at the head office of the Congress no later than ten (10) days following receipt of the Board's decision to terminate him. The CPC Council shall review any such appeal at its next meeting immediately following receipt of the said appeal request in accordance with the procedures set out in the applicable Policies of the Congress. The decision of the CPC Council on any such appeal shall be final.
- (c) Where a person is no longer a Director, then such person shall be deemed to have also automatically resigned as an Officer (if it is a requirement to be a Director to hold that particular Officer position).

4.08 Resignation

A resignation of a Director becomes effective at the time a written resignation is sent to the Congress or at the time specified in the resignation, whichever is later. A Director who has resigned may not submit to the Congress a written statement pursuant to section 131 of the Act.

4.09 Removal

The Members may, by Ordinary Resolution passed at a special Meeting of Members, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board. A Director who is being removed or has been removed may not submit to the Congress a written statement pursuant to section 131 of the Act.

4.10 Filling Vacancies

Subject to the Act and the Articles, a quorum of the Directors may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or the minimum or

maximum number of Directors, or from a failure of the Members to elect the number of Directors required to be elected at any Meeting of Members. If there is not a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any Meeting of Members, the Board shall forthwith call a special Meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any Member may call the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

4.11 Remuneration of Directors

As required by the Articles, Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be reimbursed for reasonable expenses incurred in performing his or her duties. A Director shall not be prohibited from receiving compensation for services provided to the Congress in another capacity.

4.12 Remuneration of Officers, Agents, Employees

Subject to the Articles, the Directors of the Congress may fix the reasonable remuneration of the Officers, Committee Members and employees of the Congress and may delegate any or all of this function as it determines to be appropriate. However, no Officer who is also a Director shall be entitled to receive remuneration for acting as such. Any Officer, Committee Member or employee of the Congress may receive reimbursement for their expenses incurred on behalf of the Congress in their respective capacities as an Officer, Committee Member or employee, subject to any applicable Policies of the Congress.

SECTION V MEETINGS OF DIRECTORS

5.01 Time and Place of Regular Meetings

Regular meetings of the Board shall be held at such time and place as shall be determined by the President or approved by the Board, but not less than ten (10) times a year and with no period longer than three (3) months between Board meetings. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, and no other notice shall be required for any such regular meeting, except that a notice must be provided to specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

5.02 First Meeting of New Board

Provided that a quorum of Directors is present, a newly elected Board may, without notice, hold its first meeting immediately following the annual Meeting of Members at which such Board is elected.

5.03 Calling of Meetings

Meetings of the Board may be called by the President, the First Vice-President in the President's absence, the Second Vice-President in the absence of both the President and First Vice-President, or a majority of the Directors at any time.

5.04 Notice of Meetings

Notice of any regular or special meetings of the Board shall be provided to Directors and other persons in accordance with Section 5.06 by any of the following means:

- (a) by electronic notice, including facsimile transfer or e-mail, sent to each Director not less than seven (7) days before the Board meeting is to take place;
- (b) by personal service to each Director not less than four (4) days before the Board meeting is to take place; or
- (c) in the event of an emergency, as determined by the President, by telephone notice to each Director not less than forty-eight (48) hours before the Board meeting is to take place.

The Board may appoint a day or days in any month or months for regular meetings of the Board at an hour to be named, and with regard to such meeting, no notice needs to be given, except that a notice must be provided to specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting. A Board of Directors meeting may be held without notice immediately before or following the annual Meeting of Members. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. No notice of meeting need specify the purpose or the business to be transacted at the meeting, except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

5.05 Waiving Notice

A Director may waive notice of a Board meeting, and attendance of a Director at a Board meeting is a waiver of notice of the meeting, except if the Director attends a Board meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

5.06 Others Entitled to Attend Board Meetings

In accordance with Sections 8.01(c) and 11.02(c), the chair of the CPC Council (or the vice-chair of the CPC Council in his place) and the chair of the Checks and Balances Committee shall be entitled to receive notification of and to attend all meetings of the Board of Directors as a non-member thereof without the right to vote, provided that the chair of the CPC Council (or the vice-chair of the CPC Council in his place) and the chair of the Checks and Balances Committee shall have the right to be present and fully

participate at all meetings of the Board, save and except where such meetings are held in camera in accordance with Section 5.15.

5.07 Quorum

A majority of the number of Directors specified in the Articles constitutes a quorum at any meeting of the Board; provided that where there is a minimum and maximum number of Directors specified in the Articles, a quorum shall be a majority of the number of Directors determined in accordance with Section 4.02. For the purpose of determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

5.08 Participation at Meeting by Telephone or Electronic Means

If all of the Directors consent, a Director may, in accordance with the Regulations, participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this Section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

5.09 No Alternate Directors

No person shall act for an absent Director at a Board meeting.

5.10 Chair of the Meeting

The chair of meetings of the Board of Directors Members shall be the President. In his absence, where he is unable to act, or at the President's discretion, the First Vice-President shall perform these duties. In the absence of both the President and the First Vice-President, or in the event of their failure to act for any reason, then the Second Vice-President shall perform these duties. In the absence of the President, the First Vice-President and the Second Vice-President, then the Directors who are present shall choose one of their number to chair the meeting.

5.11 Votes to Govern

Each Director may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.

5.12 Dissent at Meeting

Subject to the Act, a Director who is present at a Board meeting or a meeting of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting unless:

- (a) the Director requests a dissent to be entered in the minutes of the meeting; or
- (b) the Director sends a written dissent to the secretary of the meeting before the meeting is adjourned; or
- (c) the Director sends a dissent by registered mail or delivers it to the registered office of the Congress immediately after the meeting is adjourned;

provided that a Director who votes for or consents to a resolution may not dissent.

5.13 Dissent of Absent Director

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:

- (a) causes a dissent to be placed with the minutes of the meeting; or
- (b) sends a dissent by registered mail or delivers it to the registered office of the Congress.

5.14 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Board or committee of Directors, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors.

5.15 Meetings In Camera

Where matters confidential to the Congress are to be considered at a meeting of the Board, the part of the meeting concerning such matters may be held in camera. In addition, where a matter of a personal nature concerning a person may be considered at a meeting of the Board, the part of the meeting concerning the person shall be held in camera, unless there is mutual agreement to the contrary by the Board and such person. Only Directors shall be permitted to be in attendance at any portion of a Board meeting which is held in camera.

5.16 Disclosure of Interest

Every Director and Officer shall disclose to the Congress the nature and extent of any interest that the Director or Officer has in a material contract or material transaction,

whether made or proposed, with the Congress, in accordance with the manner and timing provided in section 141 of the Act.

5.17 Confidentiality

Every Director, Officer, Committee Member, the chair (or the vice-chair) of CPC Council, if present, the chair of the Audit Committee, if present, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any Committee of the Board, or any matter dealt with in the course of employment or involvement of such person in the activities of the Congress.

SECTION VI OFFICERS

6.01 Offices, Election and Vacancy

There shall be five (5) Officer-Directors, each of whom is designated to hold one of the five (5) Officer positions (President, First Vice-President, Second Vice-President, General Secretary and Treasurer). The election of the five (5) Officers-Directors shall be deemed to be their election to the Officer position designated to their particular Officer-Director position.

6.02 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Congress, if designated and if Officers are elected thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:

- (a) **President** - The President shall be a Director. The President shall, when present, preside at all meetings of the Board and Committees of Directors, if any. The President shall represent the Congress on a national level in accordance with the Purposes and the resolutions of the Board and Members from time to time.
- (b) **First Vice-President** - The First Vice-President shall be a Director. The First Vice-President shall function in place of the President if the latter is absent or is unable to perform the duties of office. The First Vice-President may be given responsibility by the Board for either the Polish Affairs or the Canadian Affairs portfolio within the Congress. The First Vice-President shall carry out such other duties, which may be assigned by the President or the Board from time to time.
- (c) **Second Vice-President** - The Second Vice-President shall be a Director. The Second Vice-President shall function in place of the President and the First Vice-President if both are absent or unable to perform the duties of office. The Second Vice-President may be given responsibility by the Board for either the Polish Affairs or the Canadian Affairs portfolio within the Congress. The Second Vice-

President shall carry out such other duties, which may be assigned by the President or the Board from time to time.

- (d) **General Secretary** – The General Secretary shall attend and be the secretary of all meetings of the Board, Members and Committees of the Board. The General Secretary shall: (i) enter or cause to be entered in the Congress's minute book, minutes of all proceedings at such meetings; (ii) maintain an updated list of the Members; (iii) give, or cause to be given, as and when instructed, notices to Members, Directors, the Public Accountant and Committee Members; (iv) be the custodian of all books, papers, records, documents and other instruments belonging to the Congress; and (v) ensure that the activities of the Congress at its registered office are in order.
- (e) **Treasurer** - The Treasurer shall be responsible for: (i) the maintenance of proper accounting records in compliance with the Act as well as the deposit of money; and (ii) the safekeeping of securities and the disbursement of funds of the Congress. Whenever required, the Treasurer shall render to the Board an account of all of his transactions as Treasurer and of the financial position of the Congress.

The duties of all other Officers of the Congress shall be such as the terms of their engagement call for, or the Board or the President requires of them. The Board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer, either in this By-law or the applicable Policies of the Congress.

6.03 Term of Office

Officers, who are not employees of the Congress, shall hold their position for a period of two (2) years calculated from the date of the annual Meeting of Members at which they are elected until the close of the second (2nd) annual Meeting of Members next following or until their successors are elected. There shall be no maximum number of terms for Officers, save and except for the President who shall have a maximum of three (3) terms of two (2) years. Officers who are employees of the Congress shall have no set term of office and shall hold office at the discretion of the Board of Directors.

6.04 Vacancy in Office

- (a) An Officer-Director shall hold the Officer position designated to his Officer-Director position only during the term of his directorship.
- (b) In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Congress. Unless so removed, an Officer shall hold office until the earlier of the Officer's term of office expires, the Officer's successor is appointed, the Officer resigns, the Officer ceases to be an Officer-Director (if a necessary qualification of their election to the applicable Officer position), or the Officer dies.

- (c) A vacancy in an Officer position shall be filled by means of filling the corresponding vacant Officer-Director position.

6.05 Remuneration of Officers

The remuneration of any Officers appointed by the Board shall be determined in accordance with Section 4.11.

6.06 Agents and Attorneys

Subject to the By-laws, the Board may authorize any Officer from time to time to appoint agents or attorneys for the Congress in or out of Canada with such powers of management, administration or otherwise as the Board considers fit.

6.07 Disclosure (Conflict of Interest)

An Officer who is a Director shall have the same duty to disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the Congress, as is imposed upon Directors pursuant to the provisions of the Act and the By-laws set out in Section 5.16.

**SECTION VII
PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

7.01 Duties of Directors and Officers

Every Director and Officer in exercising such person's powers and discharging such person's duties shall act honestly and in good faith with a view to the best interests of the Congress and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Congress shall comply with the Act, the Regulations, Articles, By-laws and Policies of the Congress.

7.02 Limitation of Liability

No Director or Officer (with "Director(s)" and "Officer(s)" in this Section 7.02 to include former Directors and former Officers), shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Congress through the insufficiency or deficiency of title to any property acquired for or on behalf of the Congress, or for the insufficiency or deficiency of any security in or upon which any of the money of the Congress shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Congress shall be deposited, or for any loss occasioned by any error of judgment or oversight on the Director or Officer's part, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the Director or Officer's own wilful neglect or

default or otherwise result from the Director or Officer's failure to act in accordance with the Act and the Regulations.

7.03 Indemnity of Directors and Officers

Subject to the Act, the Congress may indemnify a Director or Officer of the Congress, a former Director or Officer of the Congress or another individual who acts or acted at the Congress's request as a Director or Officer or in a similar capacity of another entity, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative or other proceeding in which the individual is involved because of that association with the Congress or other entity if,

- (a) the individual acted honestly and in good faith with a view to the best interests of the Congress or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Congress's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

The Congress may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

7.04 Insurance

Subject to the Act, the Congress may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Congress pursuant to the immediately preceding Section as the Board may determine from time to time against any liability incurred by the individual:

- (a) in the individual's capacity as a Director or an Officer of the Congress; or
- (b) in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Congress's request.

7.05 Advances

The Congress may advance money to a Director, an Officer or other individual for the costs, charges and expenses of a proceeding for which indemnity is provided by the Congress pursuant to the Act or this By-law. The individual shall repay the money if the individual does not fulfil the conditions set out in Section 7.04.

SECTION VIII
CPC COUNCIL

8.01 CPC Council

(a) Establishment and Composition

The Congress shall establish a CPC Council to be comprised of the following persons: the presidents of each Multi-Level Organization which has three (3) or more Branches and is in Good Standing; the chairs of each of the District Executive Boards; and the President of the Canadian Polish Millennium Fund.

(b) Duties

The CPC Council is responsible for providing counsel and advice to the Congress and serving as a resource tool for the Board of Directors on governance and administrative matters. The specific duties of the CPC Council shall be as follows:

- (i) making recommendations to the Board of Directors concerning the overall long-term direction of the Congress in achieving its Purposes;
- (ii) providing observations and recommendations on any matters referred to it by the Board of Directors, including proposed changes to the Governing Documents of the Congress and proposed Policies and changes thereto;
- (iii) serving as the nominating committee in accordance with Section 8.02 and any applicable Policies of the Congress in place from time to time;
- (iv) serving as a final route of appeal of any decision of the Board of Directors to reject an application for Membership in the Congress in accordance with Section 2.05(e), suspend Member for non-payment of fees in accordance with Section 2.10(a), or remove a director in accordance with Section 4.07(a)(iv), which appeals shall be conducted in accordance with any applicable Policies of the Congress;
- (v) electing individuals to the Honorary Distinctions Committee in accordance with Section 11.04(a);
- (vi) in accordance with Section 3.09, attending Meetings of Members through its individual CPC Council members; and
- (vii) carrying out such duties assigned in accordance with this By-law.

(c) Chair, Vice-Chair and Secretary

The members of the CPC Council shall elect by Ordinary Resolution the chair, vice-chair and secretary from amongst themselves, which chair, vice-chair and

secretary shall serve a two (2) year term of office to run from the date of the CPC Council meeting at which they are elected, which meeting is to be held on the day before the annual Meetings of Members held in even numbered years, until the close of the CPC Council meeting which is two (2) years next following. There shall be no maximum term of office for the vice-chair and secretary of the CPC Council. The chair shall have a maximum of three (3) consecutive terms of two (2) years. The chair, or if he is unable to attend, the vice-chair, of the CPC Council shall have the right to receive notification of and to attend all meetings of the Board of Directors as a non-member thereof without the right to vote, save and except when the Board enters into in camera sessions at its meetings in accordance with Section 5.15.

(d) Meetings

(i) Meetings of the CPC Council shall be called by the chair.

(ii) There shall be regular meetings of the CPC Council as follows:

(1) a meeting which is to be held on the day before the annual Meeting of Members each year, at which elections of the chair, vice-Chair and secretary of the CPC Council, as well as the Honorary Distinctions Committee Members occur in even-numbered years in accordance with Section 11.04(a);

(2) a meeting which is held at least four(4) months prior to the annual Meetings of Members which are held in even-numbered years for the purpose of carrying out the Council’s role as Nominating Committee in accordance with this By-law;

(3) meetings for the purpose of providing recommendations to the Board regarding proposed changes to the Governing Documents of the Congress or proposed Policies or changes thereto, which are to be held within sufficient time of receipt by the chair of the CPC Council of a request from the Board for consultation so as to provide a response to the Board within 60 days of the Board’s request; and

(4) other meetings as needed.

(iii) CPC Council members may participate in a meeting by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting, when such facility is made available by the Congress. A CPC Council member participating in the meeting by such means shall be deemed to have been present at that meeting.

(iv) A majority of the CPC members specified in Section 8.01(a) shall constitute a quorum at any meeting of the CPC Council. For the purpose of

determining quorum, a CPC Council member may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

- (v) Each CPC Council member may exercise one (1) vote. At all meetings of the CPC Council, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.
- (vi) Unless otherwise determined by the Board, the CPC Council shall have the power to regulate the procedure to be followed at its meetings.

8.02 Nominations Process

- (a) In accordance with Section 8.01(b)(iii), one of the duties of the CPC Council is to act as the Nominating Committee of the Congress. The CPC Council's role as the Nominating Committee shall be carried out in accordance with this Section and any nominations Policies of the Congress in place from time to time.
- (b) The purpose of the Nominating Committee is to prepare a list of recommended candidates for election to the Board of Directors, the Central Audit Committee and the Committee for Dispute Resolutions, which elections shall be carried out in accordance with this By-law. In order to carry out its work in a timely manner, the Nominating Committee shall meet at least four (4) months prior to the annual Meeting of Members at which elections will be held.
- (c) The chair of the Nominating Committee shall be the chair of the CPC Council. In advance of the meeting of the Nominating Committee for the purpose set out in Section 8.02(a) above, the chair shall send out a notice to all Members soliciting nominations for candidates for election to the office of President and nominations from the District Executive Boards for candidates for election as Regional Representative-Directors and Dispute Resolution Committee Members. The procedures, timing and other related matters to this solicitation of candidates for these positions shall be set out in the Policies of the Congress.
- (d) Following the receipt of any nominations in accordance with Section 8.02(b) above, and taking into account any proposals or representations received from the Regions, as applicable, the Nominating Committee shall meet to review and identify the following:
 - (i) a recommended candidate for President;
 - (ii) a recommended slate of Directors and Officers, save and except for Regional Representative Directors;
 - (iii) recommended candidates for Regional Representative Directors;

- (iv) recommended candidates for the Central Audit Committee, its chair and alternates; and
- (v) recommended candidates for the Dispute Resolution Committee, its chair and alternates.
- (e) All of the Nominating Committee’s recommendations shall, together with a report thereon, be distributed to the District Executive Boards and the Members at least sixty (60) days prior to the annual Meeting of Members at which elections will be held. A copy of the said report shall also be provided to the chair of the annual Meeting of Members at the opening of the said meeting.
- (f) Unless otherwise determined by the Members, the CPC Council or this By-law, the Nominating Committee shall have the power to regulate the procedure to be followed at its meetings.

SECTION IX **REGIONS**

9.01 Purpose of Regions

For the better administration of the Congress and in order to facilitate the furthering of its Purposes, the territory of the Congress shall be divided into Regions. The main purpose of Regions will be to ensure, as much as possible, equal territorial/geographic representation across Canada on the Board of Directors (through the Regional-Representative Directors) and on the Dispute Resolution Committee.

9.02 Current Regions

As of the date of passing this By-law, the current Regions of the Congress are as follows: (i) Eastern Region, comprised of Ottawa, Quebec and the Maritime provinces; (ii) Ontario Region, save and except for Ottawa and Thunder Bay; (iii) Central Region, comprised of Thunder Bay, Manitoba and Saskatchewan; and (iv) Western Region, comprised of Alberta and British Columbia

9.03 Boundaries of Regions

The Members shall have the right to amend the boundaries of the current Regions from time to time in its sole discretion and, in exercising this right, shall be authorized to create or dissolve new Regions as determined to be in the best interests of the Congress.

SECTION X **DISTRICTS**

10.01 Purpose

For the better administration of the Congress and in order to facilitate the furthering of its Purposes, the territory of the Congress shall be divided into Districts. All Districts are

internal operating divisions of the Congress that do not have legal standing outside of the Congress and, as such, are accountable to the Board of Directors.

10.02 Current Districts

As of the date of passing this By-law, the current Districts of the Congress are as follows: (i) British Columbia; (ii) Alberta; (iii) Manitoba; (iv) Thunder Bay; (v) Sudbury; (vi) Windsor/Chatham; (vii) London; (viii) Kitchener; (ix) Niagara; (x) Hamilton; (xi) Mississauga; (xii) Toronto; (xiii) Oshawa; (xiv) Ottawa; and (xv) Quebec.

10.03 District Boundaries

The Board of Directors shall have the right to amend the boundaries of the current Districts from time to time in its sole discretion and, in exercising this right, shall be authorized to create new Districts or dissolve Districts as determined to be in the best interests of the Congress.

10.04 Creation of New Districts and Dissolution of Districts

The Board may, in its sole discretion from time to time, create a District where there are three (3) or more Single-Level Organization Members or, alternatively, branches of three (3) or more Multi-Level Organization Members, as applicable, located within the boundaries of a particular geographical location, and may dissolve Districts where there are no longer three (3) or more Single-Level Organization Members or, alternatively, branches of three (3) or more Multi-Level Organization Members, as applicable, located within the boundaries of a particular geographical location, or when it is determined to be in the best interests of the Congress.

10.05 Allocation of Members to Districts

Each existing Member situated within the boundaries of a District shall be a member of such District. Upon admission as a Member, each new Member shall be assigned to a District. The rights and obligations of a Multi-Level Organization Member that belongs to a District shall be exercised by its Branches located and operating with the said District.

10.06 Consultation with Members

Prior to amending the boundaries of a District in accordance with Section 10.03, creating a new District or dissolving a District in accordance with Section 10.04 or allocating a Member to a District in accordance with Section 10.05, the Board shall consult with and take into account to views and preferences of the affected Districts and/or Members.

10.07 Purpose of Districts

Subject to the Act, the Board may give such duties in a particular District to the District Executive Board of the said District, provided that such District Executive Board remains at all times accountable to the Board in relation to the powers and/or duties that have

been so delegated. As of the date of passing this By-law, the powers and/or duties that have been delegated by the Board of Directors to the District Executive Board are as follows:

- (a) to promote the Purposes and represent the interests of the Congress within the particular geographical boundaries of the District;
- (b) to co-ordinate the local activities of Members located within its particular geographical boundaries in furtherance of the Purposes of the Congress;
- (c) to act as a resource and provide recommendations to the Board of Directors on prospective Members of the Congress, particularly in relation to the nature and frequency of their activities within the District and their suitability to the Purposes of the Congress;
- (d) depending on the boundaries of the District, to represent the Congress and Polish Canadians as a group with municipal, regional and provincial governments, as applicable, as well as local members of the provincial and federal governments whose constituency includes the District, provided that all such representation reflects the views and positions of the Congress in place from time to time;
- (e) to organize events in the name of the Congress in the geographical boundaries of the District which are in furtherance of the Purposes of the Congress;
- (f) to raise funds for its local activities, programs and events, and to incur expenses in relation to such local activities, programs and events, manage its own budget and finances, providing that it submits a statement of profit and loss and a statement of assets and liabilities to the Board of Directors on an annual basis, does not borrow monies without the prior approval of the Congress and does not otherwise expose the Congress to financial risk as a result of its activities, programs and/or events;
- (g) to open and operate a bank account or accounts in the name of the Congress, _____ District, providing it reports annually all the account information (bank, location, account name and number and authorized signatures) to the Board;
- (h) to exercise signing authority for the bank account or accounts of the Districts under the name of the Congress;
- (i) to exercise signing authority for any agreements entered into by a District on behalf of the Congress related to the conducting of approved programs and activities in furtherance of the Purposes of the Congress within the District, subject to the Board's review and approval of the said agreements prior to their execution by the District; and
- (j) to perform such other duties as may be determined by the Board of Directors from time to time.

10.08 Governance of Districts

Subject to the Act and this By-law, each District shall be governed by its own by-laws in a form that is consistent with the Governing Documents and any applicable Policies of the Congress. Each District's by-laws shall be approved by the Board of Directors by Ordinary Resolution. The minimum mandatory governance provisions to be included in the by-laws of each of the Districts are as follows:

- (a) The District's operating name shall be one of the following: Canadian Polish Congress - _____ District or the _____ District of the Canadian Polish Congress. The operating name shall appear on all publications and any documentation of the District that is in the public domain.
- (b) The purposes of a District shall be one and the same as the Purposes of the Congress, and the programs and activities undertaken by the District in furtherance of its purposes must not be contrary to the Governing Documents of the Congress in place from time to time.
- (c) The District shall hold a minimum of _____ meetings per year (which minimum shall be no less than three (3), one of which in every second year shall be held for the purpose of electing the District Executive Board. All Members allocated to the District by the Congress shall have _____ vote(s) at any District members meetings, which vote(s) shall be exercised by delegates appointed by the said Members. In addition, the District may in its by-laws provide that a branch of a Multi-Level Organization Member which: (i) does not meet the minimum number of members to qualify for a vote at a Meeting of Members of the Congress or (ii) is a branch of a Multi-Level Organization Member that has been recognized as a Youth Organization with reduced fees be given the right to vote at a District members meeting and/or that delegates representing such branches may be elected to the District Executive Board.
- (d) The District may, in its by-laws, provide for participation without vote in District meetings to persons representing organizations that co-operate locally with the District and whose purposes, programs and activities are consistent with those of the Congress, and/or other individuals.
- (e) The affairs and activities of the District shall be managed by a District Executive Board. A District Executive Board shall be elected at the annual District meeting of members in alternate years, which Executive Board shall consist of a District president (chair), at least one District vice-president (vice-chair), a secretary, a treasurer and such other members as the District determines is appropriate from amongst the delegates representing the Members allocated to the District by the Congress and such other persons as the District by-laws permit. Each member of the District Executive Board shall be elected for a two (2) year term of office to run from the date of the District meeting at which they are elected, until the close of the District meeting which is two (2) years next following. Unless the District by-laws provide otherwise, there shall be no maximum term of office for the

members of the District Executive Board, except in the case of the District president, who may hold the office for no longer than three (3) consecutive terms of two (2) years.

- (f) As much as possible, the District Executive Board shall hold regular meetings every two (2) months, provided that there is a District Executive Board meeting held not less than every four (4) months. All District Executive Board meetings shall be called by the District president. All District Executive Board members shall participate in all meetings in person.
- (g) A majority of the District Executive Board members shall constitute a quorum at any meeting of the District Executive Board. For the purpose of determining quorum, a District Executive Board member must be present in person.
- (h) Each District Executive Board member may exercise one (1) vote. At all meetings of the District Executive Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.
- (i) Unless otherwise determined by the Board, the District Executive Board shall have the power to regulate the procedure to be followed at its meetings.

SECTION XI **COMMITTEES**

11.01 Delegation by the Board

- (a) Subject to the Act, the Board may appoint from their number a managing director or a Committee of Directors (which may be referred to as an Executive Committee) and delegate to the managing director or Committee any of the powers of the Board, except the following matters which are prohibited by subsection 138(2) of the Act to be delegated by the Board:
 - (i) submit to the Members any question or matter requiring the approval of Members;
 - (ii) fill a vacancy among the Directors or in the office of Public Accountant or appoint additional Directors;
 - (iii) issue debt obligations except as authorized by the Directors;
 - (iv) approve any financial statements referred to in section 172 of the Act;
 - (v) adopt, amend or repeal By-laws; or
 - (vi) establish contributions to be made, or dues to be paid, by Members under section 30 of the Act.

- (b) The Board may, from time to time and in its sole discretion, also appoint any Board Committee or other operational Committee, as it deems necessary or appropriate, with such purposes and, subject to the Act, such powers as the Board may set out in the Policies of the Congress from time to time. Any Committee Member may be removed by the Board, save and except those Committee Members who were elected or appointed by the Members and who may only be subsequently removed by the Members. Unless otherwise determined by the Board, a Committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure. The Board may fix, by Ordinary Resolution, the remuneration to be paid to any Committee Member.

11.02 Audit Committee

- (a) Establishment, Composition and Election

The Congress may establish an Audit Committee to be comprised of three (3) Directors, a majority of whom are not Officers or employees of the Congress, appointed by the Board of Directors following the annual Meeting of Members each year.

- (b) Duties

In accordance with the Act, the Audit Committee shall review the financial statements of the Congress before they are approved by the Board and thereafter presented to the Members at the annual Meeting of Members. In carrying out its duties, the Audit Committee shall satisfy itself that:

- (i) The financial statements present fairly the financial position and results of operations.
- (ii) Any unresolved issues between the management and the Public Accountant that could affect the financial statements have been discussed with both parties.
- (iii) There are adequate procedures for the timely preparation and review of the interim statements and other financial information.
- (iv) There are adequate internal management and financial information systems.

- (c) Chair

The members of the Audit Committee shall elect by Ordinary Resolution the chair from amongst themselves, which chair shall serve a two (2) year term of office. The chair of the Audit Committee shall have the right to receive notification of and to attend all meetings of the Board of Directors as a non-member thereof without the right to vote, save and except when the Board enters into in camera sessions at its meetings in accordance with Section 5.15.

(d) Notice of Meetings and Attendance by the Public Accountant

Notice of the time and place of any meetings of the Audit Committee shall be sent to the Public Accountant, who shall be entitled to attend any such meetings at the expense of the Congress and be heard. The Public Accountant shall also attend every meeting of the Audit Committee if requested to do so by one of its members.

(e) Calling of Meetings

The Public Accountant or any Audit Committee member may call a meeting of the Audit Committee.

11.03 Checks and Balances Committee

(a) Establishment, Composition and Election

The Congress may establish a Checks and Balances Committee to be comprised of three (3) persons and two (2) alternates who are individual members of Members of the Congress and are elected by the Members at an annual Meeting of Members.

(b) Duties

The Checks and Balances Committee is responsible for carrying an independent review of the work of the Board of Directors and provide a report to the Members at the annual Meeting of Members on the efficiency and effectiveness of the Board since the last annual Meeting of Members.

(c) Term and Maximum Term

The term of office of a Checks and Balances Committee Member shall be two (2) years, which term shall commence as of the closing of the annual Meeting of Members at which he was elected and shall end at the start of the annual Meeting of Members which is two (2) years next following. The maximum term of office for a Checks and Balances Committee Member shall be three (3) consecutive terms of two (2) years.

(d) Chair

The members of the Checks and Balances Committee shall elect by Ordinary Resolution the chair from amongst themselves, which chair shall serve a two (2) year term of office to run from the date of the committee at which they are elected.

(e) Removal

Any member of the Checks and Balances Committee may be removed for failing to carry out his responsibilities by an Ordinary Resolution of the Members at a Meeting of Members duly called for that purpose, which Members shall fill the said vacancy at the same meeting as much as possible. A vacancy occurring from such removal or from a resignation of membership on the Checks and Balances Committee shall be filled by an appointment by the Members.

11.04 Honorary Distinctions Committee

(a) Establishment, Composition and Appointment

There shall be an Honorary Distinctions Committee to be comprised of the Chair of the CPC Council, together with two (2) additional persons and two (2) alternates who are each members of the CPC Council at the time of their election and are elected by the CPC Council, in any even-numbered year, at its meeting held the day before the annual Meeting of Members in such year. A person elected to service on the Honorary Distinctions Committee remains a Committee Member of the said Committee until the end of the Committee's term, notwithstanding that he may cease to be a member of the CPC Council during the said term.

(b) Duties

The Honorary Distinctions Committee is responsible for reviewing nominations and selecting or approving recipients of such honorary awards and distinctions as may be established by the Members or the Board, in accordance with the criteria prescribed by the Members or the Board, as the case may be. The conferring of such honorary awards or distinctions shall be done by the President or such other Officer, Director or CPC Council member as authorized by the Members or in the case of an award established by the Board of Directors, by the Board, from time to time.

(c) Term and Maximum Term

The term of office of an Honorary Distinctions Committee Member shall be two (2) years, which term shall run concurrently with the term of office of the Board of Directors. The term of office of an Honorary Distinctions Committee Member shall commence as of the close of business of the CPC Council meeting at which he was elected. There shall be no maximum term of office for an Honorary Distinctions Committee Member.

(d) Chair

The Chairperson shall be the chair of the CPC Council.

(e) Removal

Any member of the Honorary Distinctions Committee may be removed for failing to carry out his responsibilities by an Ordinary Resolution of the CPC Council or the Members duly called for that purpose. A vacancy occurring from such removal or from a resignation of membership on the Honorary Distinctions Committee shall be filled by an appointment by the CPC Council.

11.05 Dispute Resolution Committee

(a) Establishment, Composition and Appointment

There shall be a Dispute Resolution Committee to be comprised of a chair, together with six (6) additional members and six (6) alternates. The said six (6) members of the Dispute Resolution Committee, together with the six (6) alternates, shall consist of two (2) persons each who represent the Eastern, Central and Western Regions of the Congress respectively. The chair, the six (6) additional Committee Members and the six (6) alternatives shall be elected by the Members at the annual Meetings of Members which are held in even numbered years.

(b) Duties

The Dispute Resolution Committee is responsible for resolution of any disputed matters which may arise either within and/or otherwise involve the Congress as set out below:

- (i) between two or more Members;
- (ii) between a Member and a governance body of the Congress;
- (iii) between two governance bodies within the Congress, save and except for the Members and the Dispute Resolution Committee; and
- (iv) between a Member and any external organization to the Congress, in which both parties expressly agree to the resolution of the conflict by the Committee.

The Dispute Resolution Committee shall review such matters as are submitted to it by a Member or by a governance body within the Congress, and may make recommendations related to the resolution of such matters to the Board or to a Meeting of Members. The processes to be followed by the Dispute Resolution Committee in carrying out its above-referenced duties shall be set out in Policies to be put in place by the Members from time to time.

The Dispute Resolutions Committee shall not review complaints or matters that are related solely to the internal operations or administration of a Member, or that

are within the sole discretion of another governance body of the Congress pursuant to this By-law.

(c) Term and Maximum Term

The term of office of a Dispute Resolution Committee Member shall be two (2) years, which term shall run concurrently with the term of office of the Board of Directors. The term of office of a Dispute Resolution Committee Member shall commence as of the close of business of the Meeting of Members at which he was elected. There shall be no maximum term of office for a Dispute Resolution Committee Member.

(d) Removal

Any member of the Dispute Resolution Committee may be removed for failing to carry out his responsibilities by an Ordinary Resolution of the Members at a Meeting of Members duly called for that purpose. A vacancy occurring from such removal or from a resignation of membership on the Dispute Resolution Committee shall be filled by an appointment by the Members.

SECTION XII
GENERAL

12.01 Registered Office

The registered office of the Congress shall be situated in the province or territory specified in the Articles at such address as the Board may determine from time to time. The Directors may change the registered office to another place within the province or territory specified in the Articles.

12.02 Corporate Seal

The Congress may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the General Secretary of the Congress shall be the custodian of the corporate seal.

12.03 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Congress may be signed by any two (2) of its Officers. Notwithstanding the foregoing, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal thereto. Any signing Officer may certify a copy of any instrument, resolution, By-law or other document of the Congress to be a true copy thereof.

12.04 Policies

The Board may adopt, amend, or repeal such Policies that are not inconsistent with By-laws of the Congress relating to the management and operation of the Congress as the Board may deem appropriate from time to time. Prior to adopting, amending or repealing a Policy, the Board shall consult with the CPC Council, providing that if the CPC Council has not delivered its recommendations regarding the proposed Policy, amendment or repeal within 60 days after the request for consultation is sent to the CPC Council by the Board, the Board may act without further notice or delay. Any Policy adopted by the Board shall continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board

12.05 Use of Polish, English and French Languages

Meetings of Members, the Board of Directors, Districts and District Executive Boards may be held in Polish and/or English and/or French, as the individuals present may determine, provided that all motions in relation to changes to the Governing Documents of the Congress and all documents required by the Act, Regulations or the Governing Documents shall be prepared and presented in English, or alternatively in French in the case of Districts and District Executive Boards located in the Province of Quebec.

SECTION XIII **FINANCIAL MATTERS**

13.01 Financial Year

Unless otherwise changed by resolution of the Board, the financial year end of the Congress shall be the 31st day of July in each year.

13.02 Banking Arrangements

The banking business of the Congress shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. The banking business or any part thereof shall be transacted by any two (2) Officers of the Congress and/or other persons as the Board may from time to time designate, direct or authorize.

13.03 Public Accountant and Financial Review

- (a) The Congress shall be subject to the requirements relating to the appointment of a Public Accountant and level of financial review required by the Act.
- (b) The Public Accountant, if one is appointed, must meet the qualifications in the Act, including being independent of the Congress and its affiliates, as well as the Directors and Officers of the Congress and its affiliates. The Directors may fill any casual vacancy in the office of the Public Accountant to hold office until the next following annual meeting. The remuneration of the Public Accountant may

be fixed by Ordinary Resolution of the Members, or if not so fixed, shall be fixed by the Board.

13.04 Annual Financial Statements

The Congress shall send copies of the annual financial statements and other documents referred to in subsection 172(1) of the Act to the Members between twenty-one (21) to sixty (60) days before the day on which an annual Meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a Member declines to receive them. Alternatively, the Congress may publish a notice to the Members stating that such documents are available at the registered office of the Congress and any Member may request a copy free of charge at the registered office or by prepaid mail.

13.05 Borrowing

(a) Borrowing Powers

Subject to the limitations set out in the Act, the Articles and this By-law, the Board may:

- (i) borrow money on the credit of the Congress;
- (ii) issue, reissue, sell, pledge or hypothecate debt obligations of the Congress; and
- (iii) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Congress, owned or subsequently acquired, to secure any debt obligation of the Congress;

provided that all borrowing in an amount which is over ten percent (10%) of the total assets of the Congress under the direct authority of the Board of Directors, which assets shall specifically not include those assets delegated by the Board to be overseen by the Districts in accordance with this By-law, shall require the approval of the Members.

(b) Authorization

From time to time, the Board may authorize any Director or Officer or other persons of the Congress to make arrangements with reference to money borrowed or to be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize and generally to manage, transact and settle the borrowing of money by the Congress.

SECTION XIV **NOTICES**

14.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a Meeting of Members or a meeting of the Board, pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, Officer, member of a Committee of the Board, or the Public Accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Congress or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the Congress in accordance with the Act and received by Corporations Canada; or
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any facsimile, email or other electronic means, shall be deemed to have been given when it is received by the addressee or when the notice enters the information system designated by the addressee, whichever is earlier. The secretary may change or cause to be changed the recorded address of any Member, Director, Officer, Public Accountant, or member of a Committee of the Board in accordance with any information believed by the General Secretary to be reliable. The declaration by the General Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Congress to any notice or other document to be given by the Congress may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

14.02 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

14.03 Undelivered Notices

If any notice given to a Member is returned on two (2) consecutive occasions because such Member cannot be found, the Congress shall not be required to give any further notices to such Member until such Member informs the Congress in writing of his or her new address.

14.04 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a Committee of the Board or the Public Accountant, or the non-receipt of any notice by any such person where the Congress has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice

14.05 Waiver of Notice

Any Member, proxyholder, Director, Officer, member of a Committee of the Board or the Public Accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a Meeting of Members or of the Board or of a Committee of the Board, which may be given in any manner.

SECTION XV **AMENDMENTS**

15.01 Amendment of Articles

The Articles of the Congress may only be amended if the amendment is sanctioned by Special Resolution at a Meeting of Members called for the purpose of considering the said amendment, provided that notice of such Meeting of Members shall, in addition to the notice provisions for Meeting of Members set out in this By-law, be given three (3) months prior to such Meeting of Members and provided further that the notice shall state the proposed amendment and the purpose thereof. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

15.02 Amendment of By-laws

Subject to the Act, the Board may from time to time enact By-laws relating in any way to the Congress or to the conduct of its affairs, and may from time to time by By-law amend, repeal or re-enact the By-laws but no By-law shall be effective until sanctioned by a Special Resolution at a Meeting of Members called for the purpose of considering the said amendment, provided that notice of such Meeting of Members shall, in addition to the notice provisions for Meeting of Members set out in this By-law, be given three (3) months prior to such Meeting of Members and provided further that the notice shall state the proposed amendment and the purpose thereof. A Board resolution is not required to

make, amend or repeal any By-law which is made pursuant to subsection 197(1) of the Act.

SECTION XVI
TRANSITION PROVISIONS

[TO BE DRAFTED IF AND AS NECESSARY]

16.01 xxxxxxxxx

SECTION XVII
IDENTIFICATION AND REPEAL OF FORMER BY-LAWS

17.01 **Repeal of Former General Operating By-law**

- (a) General Operating By-law No. 9 is hereby repealed and replaced by General Operating By-law herein effective immediately upon the issuance of certificate of continuance by the federal Government under the *Canada Not-for-Profit Corporations Act*.
- (b) The said repeal of By-law No. 9 shall not affect the previous operations of such By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-law prior to its repeal. All Officers and persons acting under such By-law so repealed shall continue to act as if appointed under the provisions of this By-law. All Board or Members' resolutions, with continuing effect, passed under such repealed By-law shall continue to be valid, except to the extent inconsistent with this By-law, and until amended or repealed.